FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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Expires: May 31, 2005						
OMB Number:	3235-0076					
Expires:	May 31, 2005					
Estimated avera	ige burden					
hours per respo	nse16.00					

SEC	JSE ONLY						
Prefix	Serial						
DATE RECEIVED							
1	1						

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Dividend Reinvestment and Stock Purchase Plan of Solvay Bank Corp. 2nd Quan	rter
Filing Under (Check box(es) that apply):	43524 10500
A. BASIC IDENTIFICATION DATA	AME 1.3 2008 \$
1. Enter the information requested about the issuer	4
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	181
Address of Executive Offices (Number and Street, City, State, Zip Code) 1537 Milton Avenue, Solvay, New York 13209	Telephone Number (Including Area Code) 315-468-1661
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Holding Company of State Chartered Commercial Bank	
Type of Business Organization Corporation Limited partnership, already formed other (ple business trust Limited partnership, to be formed	PROCESSED
Month Year Actual or Estimated Date of Incorporation or Organization: O1 87 X Actual Estima Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	AUG 18 2004 THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Persons who respond to the collection of Information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1019

A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
 Each promoter of the issuer, if the issuer has been organized within the past five years;
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
 Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
o Each general and managing partner of partnership issuers.
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Mello, Paul P. Business or Residence Address (Number and Street, City, State, Zip Code)
1537 Milton Avenue, Solvay, New York 13209
Check Box(es) that Apply: Promoter Beneficial Owner \(\overline{\text{Z}} \) Executive Officer \(\overline{\text{Z}} \) Director \(\overline{\text{Contents}} \) General and/or Managing Partner
Full Name (Last name first, if individual)
Beagle, Richard A.
Business or Residence Address (Number and Street, City, State, Zip Code)
1557 MITCON Avende, Solvay, New 10FK 15209
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner.
Full Name (Last name first, if individual)
Baichi, John F.
Business or Residence Address (Number and Street, City, State, Zip Code)
2746 Dunbar Woods Road, Marcellus, New York 13108
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
DeSpirito, John C., III
Business or Residence Address (Number and Street, City, State, Zip Code)
500 N. Orchard Road Solvay, New York 13209
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Many Cost same Gast (Circlinidae)
Full Name (Last name first, if individual) Fallon, Paul T.
Business or Residence Address (Number and Street, City, State, Zip Code)
100 W. Lake Road, Skaneateles, New York 13152
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Fernandez, Frank
Business or Residence Address (Number and Street, City, State, Zip Code)
122 Wynthrop Road, Solvay, New York 13209
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Frocione, Lon V.
Business or Residence Address (Number and Street, City, State, Zip Code)
17 Quaker Hill Road Syracuse New York 13224

		A. BASIC IDI	NEWICATION DATA		
. Enter the information/req	uested for the fol	lowing:			
• Each promoter of th	e issuer, if the iss	uer has been organized w	ithin the past five years;		1, 1, 1, 1
 Each beneficial own 	er having the pow	er to vote or dispose, or dis	rect the vote or disposition	of, 10% or more of	a class of equity securities of the issue
 Each executive office 	er and director of	f corporate issuers and of	corporate general and man	aging partners of	partnership issuers; and
Each general and ma	anaging partner o	f partnership issuers.			
heck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
ull Name (Last name first, if	individual)	<u> </u>	·		
Notarpole, Alan E.		we with a single contract of	*		w.,
lusiness or Residence Addres	(Number and	Street, City, State, Zip Co	ode)		
1287 Hencoop Road,	Skaneato	eles New	York 13152	× .	en e
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
ull Name (Last name first, if	individual)		,	<u> </u>	
Tarolli, Eugene D.				•	·
Business or Residence Addres	s (Number and	Street, City, State, Zip Co	ode)		
1339 New Seneca: Turn	pike, Ska	aneateles New	York 13152		·
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	∑ Director	General and/or Managing Partner
full Name (Last name first, if	individual)	- · · 			
Boeheim, James A.		•	** ****** ***	er Transport	
Business or Residence Addres	s (Number and	Street, City, State, Zip Co	ode)		
Syracuse University.	Manley I	Field House Syr	acuse. New York	13244	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)		 		
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Business or Residence Addres	s (Number and	Street, City, State, Zip Co	ode)		
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Business or Residence Addres	ıs (Number and	Street, City, State, Zip C	ode)	-	
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Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	(individual)				
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Business or Residence Addres	ss (Number and	Street, City, State, Zip C	ode)		And the second second
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addres	ss (Number and	Street, City, State, Zip C	ode)		
	(Ties bl		additional copies of this s	heet on necessors	N.

					B. E	FORMATI	ON ABOU	T OFFERE	ΝG				
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?								Yes	No \Box				
•	Answer also in Appendix, Column 2, if filing under ULOE.								נמ				
2.	What is	the minim	um investm	ent that w	ill be acce	pted from a	ny individ	ual? .Curr	ent.Who1	eShare.	Price	\$ <u>59.5</u>	0
3.	Doge the	offering :	permit joint	aunarchi	n of a sina	le unit?						Yes	No .
3. 4.			ion request									X	L
	commiss If a pers	sion or simi on to be lis	ilar remune: ted is an ass	ration for s ociated pe	olicitation rson or age	of purchase nt of a brok	rs in conne er or deale:	ection with r registered	sales of sec with the S	curities in th EC and/or	he offering. with a state		
or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
Full Name (Last name first, if individual) N/A													
Bus		<u> </u>	Address (N	umber and	Street, Ci	ty, State, Z	ip Code)						
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Nar	ne of Ass	ociated Br	oker or Dea	aler									
Stat	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit I	urchasers		· · · · · · · · · · · · · · · · · · ·				
	(Check	"All States	or check	individual	States)		************	*************		**************		☐ All	l States
AL AK AZ AR CA CO CT DE DC FL GA										HI	D		
IL IN IA KS KY LA ME MD MA MI MN									MS	MO			
MT NE NV NH NJ NM NY NC ND OH OK RI SC SD TN TX UT VT VA WA WV WI									OR WY	PA PR			
Full Name (Last name first, if individual)													
Business or Residence Address (Number and Street, City, State, Zip Code)													
Naı	me of Ass	ociated Br	oker or De	aler		,. <u>.</u>							
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit I	urchasers		,				
	(Check	"All States	or check	individual	States)	•••••	••••••		•••••	**********	•••••	☐ Al	1 States
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		N	IA)	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI SC SD TN TX UT VT VA WA WV WI WY PR										[PR]			
Ful	l Name (Last name	first, if ind	ividual)						W-12			**
Bu	siness or	Residence	Address (1	Number an	d Street, C	city, State, 2	Zip Code)					<u>.</u>	
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Sta			Listed Ha										_
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		IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
	MT RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Type of Security Debt	(d)	hange offering, check	ite offering price of securities included in this offer f the answer is "none" or "zero." If the transaction dicate in the columns below the amounts of the second.	sold. Enter
Equity			rity	Туре о
Convertible Securities (including warrants) Convertible Securities (including warrants) Solution Partnership Interests Solution Other (Specify Total Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregat Number Investors Accredited Investors Accredited Investors Oo.00 Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Rule 505 Regulation A Common Stock Sold Sold Sold Sold Sold Common Stock Sold Sold	s ୍ପ୍ରତ୍-୦୦ s ୦୦-୦୦	s		Debt
Convertible Securities (including warrants) Convertible Securities (including warrants) Solution Partnership Interests Solution Other (Specify Total Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregat Number Investors Accredited Investors Accredited Investors Oo.00 Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Rule 505 Regulation A Common Stock Sold Sold Sold Sold Sold Common Stock Sold Sold	\$345,275.20 \$ 345,275.20	\$3		Equity
Partnership Interests		_		
Other (Specify		_	· • •	
Total	\$ 00.00 \$ 00.00		nterests'	Partner
Total	\$00.00\$00.00	\$_	fy	Other (
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregat Number Investors Accredited Investors Accredited Investors O0.00 Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Rule 505 Regulation A Rule 504 Common Stock S248,637.	\$345,275.20 \$ 345,275.20	\$ <u>3</u>		•
offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregat Number Investors Accredited Investors Accredited Investors O0.00 Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Rule 505 Regulation A Rule 504 Common. Stock S248,637.			Answer also in Appendix, Column 3, if filing und	1.
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3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Type of Offering Security Sold Rule 505	The second secon	DE	Answer also in Appendix, Column 4, if filing	
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Regulation A \$ Rule 504 Common Stock \$248,637.	And the state of the state of the state of			
Rule 504 Common Stock \$248,637.	Type of Dollar Amount Security Sold	art C — Question 1.	ities in this offering. Classify securities by type ering	first sale of Type o
	Type of Dollar Amount Security Sold	art C — Question 1.	ities in this offering. Classify securities by type	first sale of Type o
Total Common Stock \$248,637.	Type of Dollar Amount Security Sold \$	art C — Question 1.	rities in this offering. Classify securities by type	first sale of Type o Rule 5
	Type of Dollar Amount Security Sold \$	art C — Question 1.	cities in this offering. Classify securities by type ering Common Stock	first sale of Type o Rule 5 Regula Rule 5
 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. 	Type of Dollar Amount Security Sold \$	art C — Question 1.	cities in this offering. Classify securities by type ering Common Stock	first sale of Type o Rule 5 Regula Rule 5
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Legal Fees	Type of Security Sold Sold Sold Sold Sold Sold Sold Sold	art C — Question 1. Indicate the distribution of the expenses of the insurer. Int of an expenditure is	Common Stock Common Stock Common Stock Common Stock atement of all expenses in connection with the offering. Exclude amounts relating solely to organy be given as subject to future contingencies. Is an estimate and check the box to the left of the ent's Fees	first sale of Type o Rule 5 Regula Rule 5 a. Furnish securities in The information known, Transfe
Accounting Fees	Type of Security Sold Sold Sold Sold Sold Sold Sold Sold	art C — Question 1. and distribution of the openses of the insurer. In the open service of the insurer is the open service of the insurer.	Common Stock Common Stock Common Stock Common Stock atement of all expenses in connection with the offering. Exclude amounts relating solely to organy be given as subject to future contingencies. I sh an estimate and check the box to the left of the ent's Fees Engraving Costs	Type of Rule 50 Regula Rule 50 To 4 a. Furnish securities in The information known, Transfer Printin
	Type of Security Sold Sold Sold Sold Sold Sold Sold Sold	art C — Question 1. Ind distribution of the appenses of the insurer. Int of an expenditure is	Common Stock Common Stock Common Stock Common Stock atement of all expenses in connection with the offering. Exclude amounts relating solely to organy be given as subject to future contingencies. Is shan estimate and check the box to the left of the ent's Fees Engraving Costs	first sale of Type of Rule 5 Regula Rule 5 a. Furnish securities in The information known, Transfe Printin Legal 1
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	C. OFFERING PRICE. NUME	BER OF INVESTORS, EXPENSES AND USE OF	PROCEEDS	
	b. Enter the difference between the aggregate offeri and total expenses furnished in response to Part C — oproceeds to the issuer."	Question 4.a. This difference is the "adjusted gro	SS .	\$ 345,275.20
i .	Indicate below the amount of the adjusted gross pro each of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	y purpose is not known, furnish an estimate ar the payments listed must equal the adjusted gro	ıd	
	•		Payments to	
			Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees			
	Purchase of real estate	* *	🗆 S	
	Purchase, rental or leasing and installation of mac	hinery		
	and equipment		∐\$	· 🗆 \$
			🗌 \$	
	Acquisition of other businesses (including the value offering that may be used in exchange for the asset issuer pursuant to a merger)	ts or securities of another		
	Repayment of indebtedness			
	Working capital		-	
٠.	Other (specify):		- D\$. 🗆 \$
				□\$
•				
	Column Totals			☐ \$ <u>345,275.20</u>
	Total Payments Listed (column totals added)		[\$ <u>34</u>	5 , 275.20
	Sur Manager	D. FEDERAL SIGNATURE		
igr he	e issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-accordance.	nish to the U.S. Securities and Exchange Commedited investor pursuant to paragraph (b)(2) o	nission, upon writte f Rule 502.	
lssi	uer (Print or Type)	Signature 0 0 00	Date	
	Solvay Bank Corp.	Taux 1. Mexico	August 9,	2004
Nar	ne of Signer (Print or Type)	Title of Signer (Print or Type)		
	Paul P. Mello	President & CEO		
	to the company of the	en e	en e	
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		ATTENTION		

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

			E. STAT	E SIGNATUR	t E			
1		ribed in 17 CFR 230.262 pre h rule?					Yes	No 🛣
1		See A	Appendix, Col	lumn 5, for sta	te response.			
2		issuer hereby undertakes to fu (00) at such times as required			tor of any state in	which this notice	is filed a n	otice on Form
' 3 .	. The undersigned issuer to offerees	issuer hereby undertakes to	furnish to the	state administ	rators, upon writ	tten request, info	mation fur	mished by the
4.	limited Offering	issuer represents that the iss Exemption (ULOE) of the sta has the burden of establishi	te in which th	is notice is file	d and understan	ds that the issuer		
	suer has read this not authorized person.	ification and knows the conte	nts to be true a	nd has duly cau	sed this notice to	be signed on its l	ehalf by th	e undersigned
issuer	(Print or Type)	 	Signature			Date		4. *
Name	(Print or Type)		Title (Print o	or Type)	- 	<u>•</u>		
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					POR SER	No. 1 Sec. 1991 Control of the Contr		
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Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				AP	PENDIX				
1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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1	Intend to sell to non-accredited investors in State (Part B-Item 1)		3	4			5 Disqualification under State ULOI (if yes, attach explanation of waiver granted) (Part E-Item 1)		
			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No	50 TO 10 TO	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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